

RECORDATION NO.

17781-F  
FILED 1425

JAN 27 1997 10 45 AM

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

10 LIGHT STREET  
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464  
FAX 410-385-3700

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JAN 27 10 42 AM '97

January 22, 1997

via FEDERAL EXPRESS

Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423  
Attention: Mrs. Janice Fort

Re: Our File No.: 258-1373

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

Rider No. 09 effective December 31, 1996 between Holly Sugar Corporation (P.O. Box 1052, Colorado Springs, Colorado 80901) and ITG, Inc. (106 N. Main, Victoria, Texas 77902) which relates to Railroad Car Lease Agreement entered into February 7, 1992 by and between ITG, Inc. (106 N. Main, Victoria, Texas 77902) and Holly Sugar Corporation (P.O. Box 1052, Colorado Springs, Colorado 80901) which was recorded with the Interstate Commerce Commission under Recordation No. 17781.

Also enclosed is a check in the amount of \$22.00 to cover the costs of filing this document.

Once this document has been recorded, please return the same to the undersigned.

Thank you for your prompt attention to this matter. If you have any questions, please call me at (410) 385-3425.

Sincerely,

*Michele E. Sperato*

Michele E. Sperato  
Assistant to John A. Stalfort

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

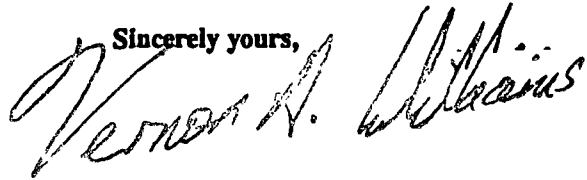
1/27/97

John A. Stalfort  
Miles & Stockbridge  
10 Light Street  
Baltimore, Maryland 21202-1487

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 1/27/97 at 10:45AM, and  
assigned recordation number(s). 17781-F and 17781-G.

Sincerely yours,

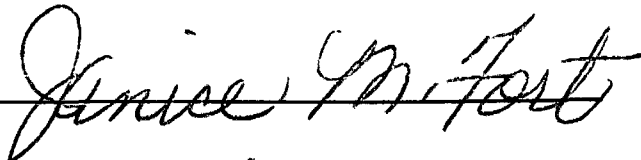


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 44.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

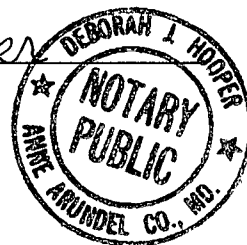


STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that the attached Rider No. 09 is a true and complete copy of said Rider No. 09.

WITNESS my hand and seal this 22nd day of January, 1997.

Deborah J. Hooper  
Notary Public



My Commission Expires: 7-27-98

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**RIDER NO. 09**

**To Master Lease Agreement No. ITG-2363**

It is hereby agreed that effective December 31, 1996, this Rider shall become a part of **Master Lease Agreement No. ITG-2363**, between **Holly Sugar Corporation**, and **ITG, Inc.**, dated February 7, 1992, (the "Lease").

It is mutually agreed that the forty (40) cars referenced in Rider No. 04 (ITGX 9120 thru 9159), as extended in time by Rider No. 08, be terminated from **Master Lease Agreement ITG-2363** as of December 31, 1996.

**Holly Sugar Corporation** acknowledges the early return of cars ITGX 9120 thru 9159 (40 cars) and agrees to retain cars ITGX 10000 thru 10061 (exclude cars 10024 and 10043) -- sixty (60) cars -- and, ITGX 10100 thru 10196 (exclude cars 10116 and 10129) -- ninety-five (95) cars -- in service in accordance with the Lease and the applicable Riders being Nos. 01, 02, 03, 06, 07, and 08.

Effective December 31, 1996, **Holly Sugar Corporation** is relieved from liabilities and rentals on cars ITGX 9120 thru 9159 (40 units).

Except as provided above, Lease ITG-2363 and Riders Nos. 01, 02, 03, 06, 07, and 08 remain in full force and effect with respect to cars ITGX 10000 thru 10061 (exclude cars 10024 and 10043) and ITGX 10100 thru 10196 (exclude cars 10116 and 10129).

(Corporate Seal)

**ATTEST:**

By: Connie Perkins  
Its: Secretary

**I T G, INC.**

By: Donald Sogard  
Its: President

**Witnessed**

By: Katherine L. Linder  
Its: SECRETARY

**HOLLY SUGAR CORPORATION**

By: John A. Hobbs  
Its: Gen Mgr. Transp. & Distrib.